

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re:**

**SEARS HOLDINGS CORPORATION, *et al.*,  
  
Debtors.**

**Chapter 11**

**Case No. 18-23538 (RDD)**

**(Jointly Administered)**

**STATEMENT OF ISSUES TO BE PRESENTED AND  
DESIGNATION OF ITEMS TO BE INCLUDED IN THE RECORD ON APPEAL**

Nina and Gerald Greene (“Class Representatives” or “Appellants”), by and through their undersigned counsel, respectfully submit their statement of issues to be presented on appeal<sup>1</sup> and designating items to be included in the record on appeal with respect to their appeal from the *Order Denying Class Representatives’ Motion for Relief from the Automatic Stay* [ECF No. 9538] (the “Order”) entered by the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) on May 27, 2021, pursuant to Federal Rule of Bankruptcy Procedure 8009(a)(1) and Local Bankruptcy Rule 8009-1:

**I. STATEMENT OF ISSUES ON APPEAL**

1. Whether the Bankruptcy Court erred in denying the *Class Representatives’ Motion for Relief from the Automatic Stay* [ECF No. 6212] (the “Motion”).

2. Whether the Bankruptcy Court erred in its determination that the plain language of the Asset Purchase Agreement referenced in the Motion (the “APA”) precludes the Class Representatives from joining Transform Holdco LLC (together with its affiliates, “Transform”) as a defendant in *Greene v. Sears Protection Company, et al.*, U.S.D.C. N.D. Ill., Case No. 1:15-cv-02546 (the “Class Action”) or pursuing any of the claims alleged therein against Transform.

---

<sup>1</sup> Class Representatives’ appeal from the Order has been assigned Case No. 21-cv-5437 (NSR).

## II. DESIGNATION OF ITEMS TO BE INCLUDED IN THE RECORD ON APPEAL

Pursuant to Federal Rule of Bankruptcy Procedure 8009(a)(1) and Local Bankruptcy Rule 8009-1, the following table contains the designation of items for inclusion in the record on appeal. Each designated item shall also include any and all exhibits and documents annexed to and referenced within such items.

### A. Documents filed in the Bankruptcy Court:

ECF Docket No.	Date	Description
2507	2/8/2019	<i>Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith and (IV) Granting Related Relief</i>
6212	12/13/2019	<i>Notice of Motion and Motion by Nina and Gerald Greene for Relief from the Automatic Stay</i>
6366	1/21/2020	<i>Transform Holdco LLC's Objection to the Class Representatives' Motion for Relief from Automatic Stay</i>
6367	1/21/2020	<i>Declaration of Kunal S. Kamlani in Support of Transform Holdco LLC's Objection to the Class Representatives' Motion for Relief from the Automatic Stay</i>
6368	1/21/2020	<i>Declaration of Charles W. Allen in Support of Transform Holdco LLC's Objection to the Class Representatives' Motion for Relief from the Automatic Stay</i>
6369	1/21/2020	<i>Declaration of Robert A. Riecker in Support of Transform Holdco LLC's Objection to the Class Representatives' Motion for Relief from the Automatic Stay</i>
9470	5/6/2021	<i>Class Representatives' Reply Memorandum of Law in Further Support of Motion for Relief from the Automatic Stay</i>
9474	5/6/2021	<i>Transform Holdco LLC's Reply to the Class Representatives' Motion for Relief from Automatic Stay</i>
9538	5/27/2021	<i>Order Denying Class Representatives' Motion for Relief from the Automatic Stay</i>
9559	6/9/2021	<i>Notice of Appeal (Nina and Gerald Greene)</i>
n/a	n/a	Copy of Bankruptcy Court Docket Report through June 23, 2021

**B. Joint Exhibits from May 14, 2021 Hearing**

<b>Exhibit No.</b>	<b>Date</b>	<b>Description</b>
1	1/17/2019	Asset Purchase Agreement dated as of January 17, 2019 by and among Transform Holdco LLC, Sears Holdings Corporation and Its Subsidiaries Party Hereto (Filed as Ex. B to ECF No. 2507), with Schedule 6.14 (Other Schedules and Exhibits omitted)
2	3/11/2016	First Amended Class Action Complaint in Greene v. Sears Protection Company, et al., U.S.D.C. N.D. Ill. Case No. 1:15-cv-02546 (Filed as ECF No. 6212-3)
3	1/21/2020	<i>Declaration of Kunal S. Kamlani in Support of Transform Holdco LLC's Objection to the Class Representatives' Motion for Relief from the Automatic Stay</i> (with Exhibits) (Filed as ECF No. 6367)
4	1/21/2020	<i>Declaration of Charles W. Allen in Support of Transform Holdco LLC's Objection to the Class Representatives' Motion for Relief from the Automatic Stay</i> (with Exhibits) (Filed as ECF No. 6368)
5	1/21/2020	<i>Declaration of Robert A. Riecker in Support of Transform Holdco LLC's Objection to the Class Representatives' Motion for Relief from the Automatic Stay</i> (Filed as ECF No. 6369)
6		Loss Triangle Spreadsheet, Transform Greene 00005119
7	3/22/2021	Designated Deposition Transcript of Robert Riecker, dated March 22, 2021

**C. Hearing Transcript:**

<b>ECF Docket No.</b>	<b>Date</b>	<b>Description</b>
9537	5/26/2021	Transcript regarding Hearing Held on 5/14/2021 Re: Class Representatives' Motion for Relief From the Automatic Stay
9552	6/7/2021	Amended Transcript regarding Hearing Held on 5/14/2021 (Amending ECF No. 9537)

Dated: June 23, 2021

Respectfully submitted,

/s/ Benjamin M. Mather

Benjamin M. Mather, Esq.

Janice I. Daul, Esq.

KAUFMAN, COREN & RESS, P.C.

Two Commerce Square, Suite 3900

2001 Market Street

Philadelphia, PA 19103

Tel: (215) 735-8700

*(Admitted Pro Hac Vice)*

*Attorneys for Nina and Gerald Greene,  
Appellants*